

# METROPOLIS

The Pathology Specialist

## METROPOLIS HEALTHCARE LIMITED

Dr. Sushil Kanubhai Shah, one of our Promoters, commenced a pathology business in January 1980 as a partnership firm under the name of Dr. V. K. Desai's Hospital, which was subsequently converted into a private limited company, namely, Metropolis Health Services (India) Private Limited ("MHSIPL") in 2003 under the Companies Act, 1956. The name of MHSIPL was changed to a Metropolis Health Services (India) Limited ("MHSIL") pursuant to a Fresh Certificate of Incorporation consequent upon Change of Name on Conversion to Public Limited Company granted by the Registrar of Companies, Maharashtra at Mumbai ("RoC") on March 1, 2006. In January 2009, MHSIL amalgamated into Pathnet India Private Limited, which was wholly owned subsidiary of MHSIL. Pathnet India Private Limited subsequently changed its name to Metropolis Healthcare Limited (our "Company" or the "Company" or the "Issuer"). Pathnet India Private Limited was incorporated in New Delhi as a private limited company under the Companies Act, 1956 pursuant to the Certificate of Incorporation granted by the Registrar of Companies, N. C. T. of Delhi and Haryana on November 10, 2000. The name of our Company was changed to Pathnet India Limited pursuant to a Fresh Certificate of Incorporation consequent upon Change of Name on Conversion to Public Limited Company granted by the RoC on July 1, 2009. The name of our Company was changed to Metropolis Healthcare Limited pursuant to a Fresh Certificate of Incorporation consequent upon Change of Name granted by the RoC on September 23, 2009. For further details, see "History and Certain Corporate Matters" on page 168 of the red herring prospectus dated March 25, 2019 ("RHP").

**Registered and Corporate Office:** 250 D Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai 400 030, Maharashtra, India; **Tel:** (91 22) 6258 2810; **Facsimile:** Not available. **Contact Person:** Jayant Prakash, Head Legal, Company Secretary and Compliance Officer; **E-mail:** investor.relations@metropolisindia.com; **Website:** www.metropolisindia.com. **Corporate Identity Number:** U73100MH2000PLC192798

### PROMOTERS OF OUR COMPANY: DR. SUSHIL KANUBHAI SHAH, AMEERA SUSHIL SHAH AND METZ ADVISORY LLP

INITIAL PUBLIC OFFERING OF UP TO 13,685,095 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (THE "EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [x] PER EQUITY SHARE AGGREGATING UP TO ₹ [x] MILLION, CONSISTING OF AN OFFER FOR SALE OF UP TO 6,272,335 EQUITY SHARES BY DR. SUSHIL KANUBHAI SHAH (THE "PROMOTER SELLING SHAREHOLDER") AGGREGATING UP TO [x] MILLION AND UP TO 7,412,760 EQUITY SHARES BY CA LOTUS INVESTMENTS (THE "INVESTOR SELLING SHAREHOLDER") AGGREGATING UP TO [x] MILLION (THE "OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO 300,000 EQUITY SHARES AGGREGATING UP TO ₹ [x] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER" AND SUCH NET OFFER AGGREGATES UP TO 13,385,095 EQUITY SHARES. THE OFFER AND THE NET OFFER SHALL CONSTITUTE 27.27% AND 26.67%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

• QIB Category: Not less than 75% • Retail Category: Not more than 10% • Non-Institutional Investor Category: Not more than 15%

Price Band: ₹ 877 to ₹ 880 per Equity Share of face value of ₹ 2 each.

The Floor Price is 438.50 times the face value and the Cap Price is 440.00 times the face value of the Equity Shares.

Bids can be made for a minimum of 17 Equity Shares and in multiples of 17 Equity Shares thereafter.

ASBA #

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# Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below. **Mandatory in public issues. No cheque will be accepted.**



Now available in ASBA for retail individual investors

Investors have to apply through the ASBA process. "ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" beginning on page 591 of the RHP. The process is also available on the website of Association of Investment Bankers of India "AIBI" and Stock Exchanges and in the General Information Document." ASBA bid-cum application forms can be downloaded from the

websites of BSE Limited and National Stock Exchange of India Limited and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. HDFC Bank Limited has been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018. ICICI Bank Limited and HDFC Bank Limited are the Self Certified Syndicate Banks eligible as Sponsor Banks for UPI. For further details kindly refer to the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=41>). Allahabad Bank, Andhra Bank, HDFC Bank, ICICI Bank, Karur Vysya Bank, Punjab & Sind Bank, UCO Bank and YES Bank are the Self Certified Syndicate Banks eligible to act as issuer banks for UPI. For further details kindly refer to the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=40>)

#### Risks to Investors

- The 5 Book Running Lead Managers associated with the Offer have handled 44 public issues in the past three years out of which 12 public issues closed below the issue price on listing date.
- The average cost of acquisition per Equity Share for our Selling Shareholders in the IPO is, ₹ 35.48 for Dr. Sushil Kanubhai Shah and ₹ 454.81 for CA Lotus Investments. The Offer Price at the upper end of the price band is ₹ 880 per Equity Share.

## CORRIGENDUM: NOTICE TO INVESTORS

This corrigendum ("Corrigendum") is with reference to the RHP in relation to the Offer. In this regard, please note the following:

- On page 51 of the RHP, in the last paragraph under "Overview of the Indian Healthcare Market", in the section "Summary of Industry", the reference to "USD 171 million" should be read as "USD 171 billion".
- On page 129 of the RHP, in the first paragraph under "Overview of the Indian Healthcare Market", in the section "Industry Overview", the reference to "USD 171 million" should be read as "USD 171 billion".

The RHP shall be read in conjunction with this Corrigendum. The information in this Corrigendum supersedes the information in the RHP to the extent inconsistent with the information in the RHP.

The RHP stands amended to the extent stated hereinabove. Relevant changes shall be reflected in the Prospectus when filed with the RoC, SEBI and the Stock Exchanges. Unless otherwise stated, all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For METROPOLIS HEALTHCARE LIMITED

On behalf of the Board of Directors

Sd/-

Head Legal, Company Secretary & Compliance Officer

Place: Mumbai

Date: April 04, 2019

METROPOLIS HEALTHCARE LIMITED is proposing, subject to, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has registered the Red Herring Prospectus dated March 25, 2019 with RoC. The Red Herring Prospectus shall be available on the websites of SEBI, BSE, NSE at [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and is available on the websites of the Book Running Lead Managers ("BRLMs"), i.e. JM Financial Limited, Credit Suisse Securities (India) Private Limited, Goldman Sachs (India) Securities Private Limited, HDFC Bank Limited and Kotak Mahindra Capital Company Limited at [www.jmfi.com](http://www.jmfi.com), [www.credit-suisse.com](http://www.credit-suisse.com), [www.goldmansachs.com](http://www.goldmansachs.com), [www.hdfcbank.com](http://www.hdfcbank.com) and [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com), respectively. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see "Risk Factors" beginning on page 20 of the RHP. Potential investors should not rely on the Draft Red Herring Prospectus, filed with SEBI, for any investment decision.

These materials are not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). These materials are not an offer of securities for sale into the United States, Canada or Japan. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A ("Rule 144A")) under the U.S. Securities Act, pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act. No public offering of securities is being made in the United States.